

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
BIG RIVER BREWERIES, INC.,	:	Case No. 20-10479 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 62-1566292</u>	:	

In re:	:	Chapter 11
	:	
BREW MOON COLORADO, INC.,	:	Case No. 20-10480 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 84-1565001</u>	:	

In re:	:	Chapter 11
	:	
CHOPHOUSE LICENSE, LLC,	:	Case No. 20-10481 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 82-2452340</u>	:	

In re:	:	Chapter 11
	:	
CRAFT BREWERY HOLDING, INC.,	:	Case No. 20-10482 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 27-3641228</u>	:	

In re:	:	Chapter 11
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CRAFTWORKS HOLDINGS, LLC,	:	Case No. 20-10473 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 83-2257163</u>	:	

In re:	:	Chapter 11
	:	
CRAFTWORKS INTERMEDIATE CO,	:	Case No. 20-10474 (___)
LLC,	:	
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 83-2269810</u>	:	

In re:	:	Chapter 11
	:	
CRAFTWORKS PARENT, LLC,	:	Case No. 20-10475 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 83-2243345</u>	:	

In re:	:	Chapter 11
	:	
CRAFTWORKS RESTAURANTS &	:	Case No. 20-10483 (___)
BREWERIES GROUP, INC.,	:	
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 84-1494820</u>	:	

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In re:	:	Chapter 11
	:	
CRAFTWORKS RESTAURANTS & BREWERIES, INC.,	:	Case No. 20-10484 (___)
	:	
Debtor.	:	
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<u>Tax I.D. No. 84-3482504</u>	:	

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In re:	:	Chapter 11
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CRAFTWORKS RESTAURANTS & BREWERIES, LLC,	:	Case No. 20-10485 (___)
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Debtor.	:	
	:	
<u>Tax I.D. No. 27-3640676</u>	:	

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In re:	:	Chapter 11
	:	
GB ACQUISITION, INC.,	:	Case No. 20-10486 (___)
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Debtor.	:	
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<u>Tax I.D. No. 62-1795175</u>	:	

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In re:	:	Chapter 11
	:	
GB FRANCHISE, LLC,	:	Case No. 20-10487 (___)
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 45-4127716</u>	:	

In re:	:	Chapter 11
	:	
GB KANSAS, LLC,	:	Case No. 20-10488 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 45-2570924	:	

In re:	:	Chapter 11
	:	
GB MARYLAND, INC.,	:	Case No. 20-10489 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 26-2816439	:	

In re:	:	Chapter 11
	:	
GB PARENT, INC.,	:	Case No. 20-10490 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 27-3641281	:	

In re:	:	Chapter 11
	:	
GBBR TEXAS, INC.,	:	Case No. 20-10491 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 26-0869904	:	

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In re:	:	Chapter 11
	:	
GORDON BIRSCH BREWERY	:	Case No. 20-10492 (___)
RESTAURANT GROUP, INC.,	:	
	:	
Debtor.	:	
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<u>Tax I.D. No. 62-1518023</u>	:	

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In re:	:	Chapter 11
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HARBOR EAST BREWERY, LLC,	:	Case No. 20-10493 (___)
	:	
Debtor.	:	
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<u>Tax I.D. No. 45-4537759</u>	:	

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In re:	:	Chapter 11
	:	
LOGAN’S RESTAURANTS, INC.,	:	Case No. 20- 10476(___)
	:	
Debtor.	:	
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<u>Tax I.D. No. 83-2239987</u>	:	

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In re:	:	Chapter 11
	:	
LOGAN’S ROADHOUSE, INC.,	:	Case No. 20-10494 (___)
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Debtor.	:	
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<u>Tax I.D. No. 62-1602074</u>	:	

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In re:	:	Chapter 11
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LOGAN’S ROADHOUSE OF KANSAS,	:	Case No. 20-10477 (___)
INC.,	:	
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Debtor.	:	
	:	
<u>Tax I.D. No. 20-5948716</u>	:	

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In re:	:	Chapter 11
	:	
LOGAN’S ROADHOUSE OF TEXAS,	:	Case No. 20-10478 (___)
INC.,	:	
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 74-2902372</u>	:	

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In re:	:	Chapter 11
	:	
LRI HOLDINGS, INC.,	:	Case No. 20-10495 (___)
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Debtor.	:	
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<u>Tax I.D. No. 20-5894571</u>	:	

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In re:	:	Chapter 11
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OLD CHICAGO FRANCHISING LLC,	:	Case No. 20-10496 (___)
	:	
Debtor.	:	
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<u>Tax I.D. No. 84-1407249</u>	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO OF COLORADO, INC.,	:	Case No. 20-10497 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 84-1004857	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO OF KANSAS, INC.,	:	Case No. 20-10498 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 48-1160606	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO OREGON, LLC,	:	Case No. 20-10499 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 47-4455083	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO PARKER CROSSING,	:	Case No. 20-10500 (___)
INC.,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 20-1309218	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO TAPROOM, LLC,	:	Case No. 20-10501 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 84-1265838	:	

In re:	:	Chapter 11
	:	
OLD CHICAGO WESTMINSTER, INC.,	:	Case No. 20-10502 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 84-0985759	:	

In re:	:	Chapter 11
	:	
ROADHOUSE INTERMEDIATE INC.,	:	Case No. 20-10503 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 27-4076159	:	

In re:	:	Chapter 11
	:	
ROADHOUSE MIDCO INC.,	:	Case No. 20-10504 (___)
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Debtor.	:	
	:	
Tax I.D. No. 27-4076337	:	

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In re:	:	Chapter 11
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ROADHOUSE PARENT INC.,	:	Case No. 20-10472 (___)
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Debtor.	:	
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<u>Tax I.D. No. 27-3425108</u>	:	

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In re:	:	Chapter 11
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ROCK BOTTOM ARIZONA, INC.,	:	Case No. 20-10505 (___)
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Debtor.	:	
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<u>Tax I.D. No. 84-1584848</u>	:	

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In re:	:	Chapter 11
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ROCK BOTTOM LICENSE, LLC,	:	Case No. 20-10506 (___)
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Debtor.	:	
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<u>Tax I.D. No. 82-2439033</u>	:	

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In re:	:	Chapter 11
	:	
ROCK BOTTOM OF MINNEAPOLIS,	:	Case No. 20-10507 (___)
INC.,	:	
	:	
Debtor.	:	
	:	
<u>Tax I.D. No. 93-1105762</u>	:	

In re:	:	Chapter 11
	:	
WADSWORTH OLD CHICAGO, INC.,	:	Case No. 20-10508 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 84-1004849	:	

In re:	:	Chapter 11
	:	
WALNUT BREWERY, INC.,	:	Case No. 20-10509 (___)
	:	
Debtor.	:	
	:	
Tax I.D. No. 84-1117405	:	

**MOTION OF DEBTORS FOR AN ORDER DIRECTING
THE JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), respectfully represent in support of this motion (the “Motion”) as follows:

RELIEF REQUESTED

1. By this Motion, and pursuant to sections 101(2) and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 1015-1 and 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), directing the joint administration of these Chapter 11 Cases.

JURISDICTION AND VENUE

2. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Cases and this Motion is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. Pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection therewith consistent with Article III of the United States Constitution.

BACKGROUND

A. General Background

4. On the date hereof (the “Petition Date”), the Debtors each commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have requested that the Chapter 11 Cases be jointly administered.

5. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee, examiner, or statutory committee of creditors has been appointed in the Chapter 11 Cases.

7. The Debtors are the nation’s leading operator and franchisor of steakhouses and brewery and craft beer focused casual dining restaurants in the U.S., with 338 locations in 39

States and the District of Columbia and abroad in Taiwan.¹ The Debtors employ more than 18,000 team members and corporate and other support staff, including at its restaurants nationwide and at offices located in Nashville, Tennessee and Broomfield, Colorado.

8. The Debtors' four largest "core" brands are (a) Logan's Roadhouse, (b) Old Chicago Pizza & Taproom ("Old Chicago"), (c) Gordon Biersch Brewery Restaurant ("Gordon Biersch") and (d) Rock Bottom Restaurant and Brewery ("Rock Bottom"). In addition, the Debtors operate unique one-off "specialty" restaurants such as Big River Grille & Brewing Works and ChopHouse & Brewery ("ChopHouse"). The Debtors derive substantial revenue each year from franchising their Logan's Roadhouse, Old Chicago, Gordon Biersch and ChopHouse brands.

9. Additional information regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Hazem Ouf in Support of Chapter 11 Petitions and First Day Pleadings* (the "First Day Declaration") filed contemporaneously herewith and incorporated herein by reference.

B. Relief Requested

10. The Debtors seek an order directing the joint administration of these Chapter 11 Cases for procedural purposes only. The Debtors request that the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Clerk of the Court") maintain one file and one docket for all of these Chapter 11 Cases under the case number of CraftWorks Parent, LLC and that the Clerk of the Court administer these Chapter 11 Cases under a consolidated caption, as follows:

¹ Approximately 261 of the Debtors' restaurants are leased and approximately 77 are franchised.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

CRAFTWORKS PARENT, LLC, *et al.*,

Debtors.²

:
: **Chapter 11**
:
: **Case No. 20-10475 (___)**
:
: **(Jointly Administered)**
:

11. In addition, the Debtors request that a docket entry, substantially similar to the following, be made on the docket of each Debtor's Chapter 11 Case (except that of CraftWorks Parent, LLC):

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Big River Breweries, Inc., Brew Moon Colorado, Inc., Chophouse License, LLC, Craft Brewery Holding, Inc., CraftWorks Holdings, LLC, CraftWorks Intermediate Co, LLC, CraftWorks Parent, LLC, CraftWorks Restaurants & Breweries Group, Inc., CraftWorks Restaurants & Breweries, Inc., CraftWorks Restaurants & Breweries, LLC, GB Acquisition, Inc., GB Franchise, LLC, GB Kansas, LLC, GB Maryland, Inc., GB Parent, Inc., GBBR Texas, Inc., Gordon Biersch Brewery Restaurant Group, Inc., Harbor East Brewery, LLC, Logan's Restaurants, Inc., Logan's Roadhouse, Inc., Logan's Roadhouse of Kansas, Inc., Logan's Roadhouse of Texas, Inc., LRI Holdings, Inc., Old Chicago Franchising LLC, Old Chicago of Colorado, Inc., Old Chicago of Kansas, Inc., Old

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Big River Breweries, Inc. (6292); Brew Moon Colorado, Inc. (5001); Chophouse License, LLC (2340); Craft Brewery Holding, Inc. (1228); CraftWorks Holdings, LLC (7163); CraftWorks Intermediate Co, LLC (9810); CraftWorks Parent, LLC (3345); CraftWorks Restaurants & Breweries Group, Inc. (4820); CraftWorks Restaurants & Breweries, Inc. (2504); CraftWorks Restaurants & Breweries, LLC (0676); GB Acquisition, Inc. (5175); GB Franchise, LLC (7716); GB Kansas, LLC (0924); GB Maryland, Inc. (6439); GB Parent, Inc. (1281); GBBR Texas, Inc. (9904); Gordon Biersch Brewery Restaurant Group, Inc. (8023); Harbor East Brewery, LLC (7759); Logan's Restaurants, Inc. (9987); Logan's Roadhouse, Inc. (2074); Logan's Roadhouse of Kansas, Inc. (8716); Logan's Roadhouse of Texas, Inc. (2372); LRI Holdings, Inc. (4571); Old Chicago Franchising LLC (7249); Old Chicago of Colorado, Inc. (4857); Old Chicago of Kansas, Inc. (0606); Old Chicago Oregon, LLC (5083); Old Chicago Parker Crossing, Inc. (9218); Old Chicago Taproom, LLC (5838); Old Chicago Westminster, Inc. (5759); Roadhouse Intermediate Inc. (6159); Roadhouse Midco Inc. (6337); Roadhouse Parent Inc. (5108); Rock Bottom Arizona, Inc. (4848); Rock Bottom License, LLC (9033); Rock Bottom of Minneapolis, Inc. (5762); Wadsworth Old Chicago, Inc. (4849); Walnut Brewery, Inc. (7405). The Debtors' mailing address is 3011 Armory Drive, Suite 300, Nashville, TN 37204.

Chicago Oregon, LLC, Old Chicago Parker Crossing, Inc., Old Chicago Taproom, LLC, Old Chicago Westminster, Inc., Roadhouse Intermediate Inc., Roadhouse Midco Inc., Roadhouse Parent Inc., Rock Bottom Arizona, Inc., Rock Bottom License, LLC, Rock Bottom of Minneapolis, Inc., Wadsworth Old Chicago, Inc., and Walnut Brewery, Inc. **The docket in the chapter 11 case of CraftWorks Parent, LLC, Case No. 20-10475, should be consulted for all matters affecting this case.**

BASIS FOR RELIEF

12. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the court may order a joint administration of the estates.” Fed R. Bankr. P. 1015(b). The Bankruptcy Code defines “affiliate” to include entities under common ownership. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

13. Further, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these Chapter 11 Cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Rule is for procedural purposes only and shall not cause a “substantive” consolidation of the respective debtors’ estates.

Local Rule 1015-1.

14. As described in the First Day Declaration, the Debtors are 100% owned, directly or indirectly, by Debtor CraftWorks Parent, LLC and, therefore, all of the Debtors are “affiliates” as defined in section 101(2) of the Bankruptcy Code.

15. Given the commercial and corporate relationships among the Debtors, joint administration of these Chapter 11 Cases will provide administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings and orders that will arise in these Chapter 11 Cases will affect each and every Debtor. Thus, the entry of an order directing joint administration of the Chapter 11 Cases will reduce fees and costs by, for example, avoiding duplicative filings and objections. Moreover, joint administration will also simplify supervision of the administrative aspects of these Chapter 11 Cases by the Office of the United States Trustee for the District of Delaware and allow all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

16. Joint administration of these Chapter 11 Cases will not give rise to any conflicts of interest among the Debtors' estates, nor will it prejudice or adversely affect the rights of the Debtors' creditors, because the Debtors seek only administrative, not substantive, consolidation of their estates. Parties in interest will not be harmed by the relief requested, but, instead, will benefit from the cost reductions associated with the joint administration of these cases.

17. Courts in this District have granted similar relief in other chapter 11 cases. *See, e.g., In re BL Restaurants Holding, LLC*, Case No. 20-10156 (MFW) (Bankr. D. Del. Jan. 28, 2020) [Docket No. 44] (directing joint administration of chapter 11 cases); *In re Forever 21, Inc.*, Case No. 19-12122 (KG) (Oct. 1, 2019) [Docket No. 99] (same); *In re PES Holdings, LLC*, Case No. 19-11626 (KG) (Bankr. D. Del. July 23, 2019) [Docket No. 72] (same); *In re Blackhawk Mining LLC*, Case No. 19-11595 (LSS) (Bankr. D. Del. July 22, 2019) [Docket No. 54] (same); *In re RUI Holding Corp.*, Case No. 19-11509 (JD) (July 9, 2019) [Docket No. 34] (same); *In re Z Gallerie, LLC*, Case No. 19-10488 (LSS) (Bankr. D. Del. Mar. 12, 2019) [Docket No. 50] (same).

NOTICE

18. The Debtors will provide notice of this motion to: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the seventy-five (75) largest unsecured claims against the Debtors on a consolidated basis; (c) King & Spalding LLP and Hunton Andrews Kurth LLP, as counsel to the agent under the Debtors' prepetition first lien debt facility and the Debtors' proposed debtor-in-possession financing facility; (d) Morgan, Lewis & Bockius, LLP, as counsel to the agent under the Debtors' prepetition second lien debt facility, (e) all other holders of other debt instruments issued by the Debtors; (f) all parties asserting liens against the Debtors' assets; (g) counsel to equity holders of Debtor CraftWorks Parent, LLC; (h) the state attorneys general for all states in which the Debtors operate; (i) the U.S. Attorney's Office for the District of Delaware; (j) the Internal Revenue Service; and (k) any party that requests service pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). As the Motion is seeking "first day" relief, within two business days after the hearing on the Motion, the Debtors will serve copies of the Motion and any order entered respecting the Motion as required by Local Rule 9013-1(m)(iv). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

19. No prior request for the relief sought herein has been made to this or any other court.

[Remainder of page left blank intentionally]

WHEREFORE, the Debtors respectfully request that the Court (a) enter the Proposed Order in substantially the form attached hereto and (b) grant such other and further relief as may be just and proper.

Dated: March 3, 2020
Wilmington, Delaware

/s/ Michael W. Yurkewicz

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and Debtors in Possession*